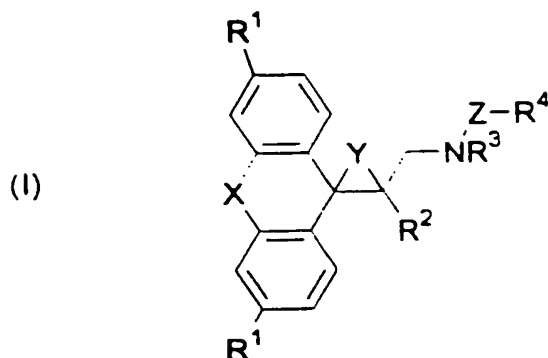


WHAT IS CLAIMED IS:

1. A compound having the formula:



wherein X is a single bond, hydrogen, sulfur or NR⁶, (CH₂)_n wherein n is an integer from 1 to 3; -HC=CH-; and -CH₂W wherein W may be oxygen, sulfur or NR⁶;

R¹ is from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R² is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

Y is -CH₂- or hydrogen;

R³ is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen

or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

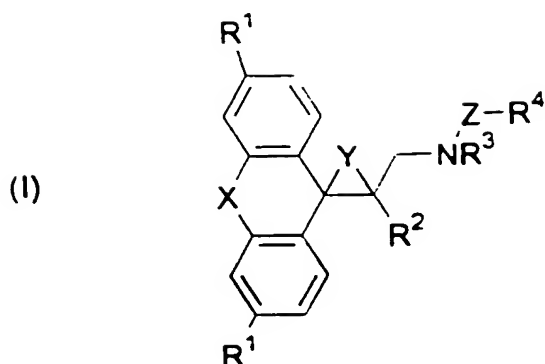
Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone;

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine; and

R⁵ is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile.

2. A compound according to claim 1 wherein **R¹** is selected from the group consisting of hydrogen and halo group.
3. A compound according to claim 2 wherein **R¹** is hydrogen.

4. A compound according to claim 2 wherein R^1 is halogen.
5. A compound according to claim 4 wherein R^1 is fluorine.
6. A compound according to claim 1 wherein X is hydrogen.
7. A compound according to claim 1 wherein Y is hydrogen.
- 5 8. A compound according to claim 1 wherein R^2 is selected from the group consisting of phenyl and halophenyl.
9. A compound according to claim 8 wherein R^2 is phenyl.
10. A compound according to claim 8 wherein R^2 is halophenyl.
11. A compound according to claim 10 wherein R^2 is chlorophenyl.
- 10 12. A compound according to claim 1 wherein R^3 is selected from the group consisting of hydrogen and lower alkyl.
13. A compound according to claim 12 wherein R^3 is hydrogen.
14. A compound according to claim 1 wherein R^4 is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower
15 alkyl.
15. A compound according to claim 14 wherein R^4 is heteroaromatic lower alkyl.
16. A compound according to claim 15 wherein R^4 is thiophene.
17. A compound according to claim 1 wherein Z is carbonyl.
- 20 18. A compound having the formula:



wherein X is hydrogen;

R^1 is selected from the group consisting of hydrogen and halogen group;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

Y is hydrogen;

R^3 is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl

group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone; and

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted-or unsubstituted thiophene, furan, pyrrole or pyridine.

19. A compound according to claim 18 wherein **R¹** is hydrogen.

20. A compound according to claim 18 wherein **R¹** is halogen.

21. A compound according to claim 20 wherein **R¹** is fluorine.

22. A compound according to claim 18 wherein **R²** is selected from the group consisting of phenyl, halophenyl and thio.

23. A compound according to claim 22 wherein **R²** is phenyl.

24. A compound according to claim 23 wherein **R²** is halophenyl.

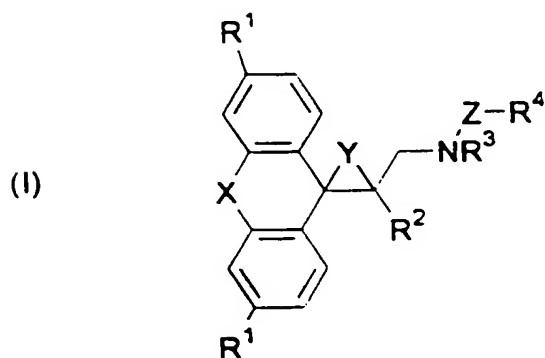
25. A compound according to claim 24 wherein **R²** is chlorophenyl.

26. A compound according to claim 18 wherein **R³** is selected from the group consisting of hydrogen and lower alkyl.

27. A compound according to claim 26 wherein **R³** is hydrogen.

28. A compound according to claim 18 wherein **R⁴** is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower alkyl.

29. A compound according to claim 28 wherein R^4 is heteroaromatic lower alkyl.
30. A compound according to claim 29 wherein R^4 is thiophene.
31. A compound having the formula:



wherein X is hydrogen;

Y is hydrogen;

R^1 is selected from hydrogen and halogen;

R^2 is selected from phenyl and halophenyl;

R^3 is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy,

amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

5 **Z** is selected from the group consisting of carbonyl; carboxy, carbonylamino; or sulfone; and

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group
10 consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine.

15 32. A compound according to claim 31 wherein **R³** is selected from the group consisting of hydrogen and lower alkyl.

 33. A compound according to claim 32 wherein **R³** is hydrogen.

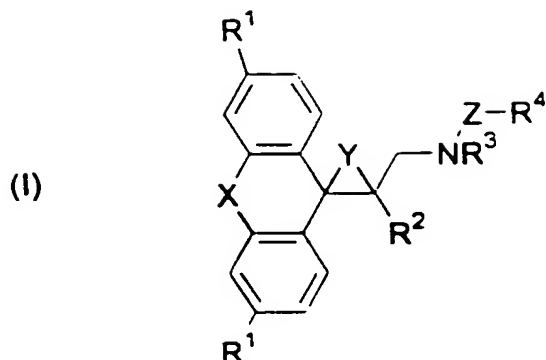
 34. A compound according to claim 31 wherein **R⁴** is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic
20 lower alkyl.

 35. A compound according to claim 34 wherein **R⁴** is heteroaromatic lower alkyl.

 36. A compound according to claim 35 wherein **R⁴** is thiophene.

 37. A compound according to claim 31 wherein **Z** is carbonyl.

25 38. A compound having the formula:



wherein X is hydrogen;

Y is hydrogen;

R^1 is selected from hydrogen and halogen;

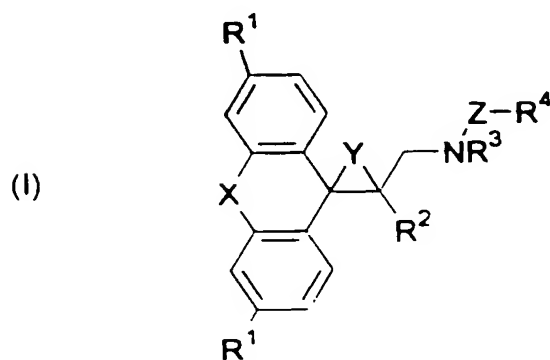
R^2 is selected from phenyl and halophenyl;

R^3 is selected from hydrogen and lower alkyl;

Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone; and

R^4 is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine.

39. A compound according to claim 38 wherein R^3 is hydrogen.
40. A compound according to claim 38 wherein R^3 is methyl.
41. A compound according to claim 38 wherein R^4 is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower alkyl.
42. A compound according to claim 41 wherein R^4 is heteroaromatic lower alkyl.
43. A compound according to claim 42 wherein R^4 is thiophene.
44. A compound according to claim 38 wherein Z is carbonyl.
45. A compound having the formula:



wherein X is hydrogen;
Y is hydrogen;
 R^1 is selected from hydrogen and halogen;

R^2 is selected from phenyl and halophenyl;

R^3 is selected from hydrogen and lower alkyl;

Z is carbonyl; and

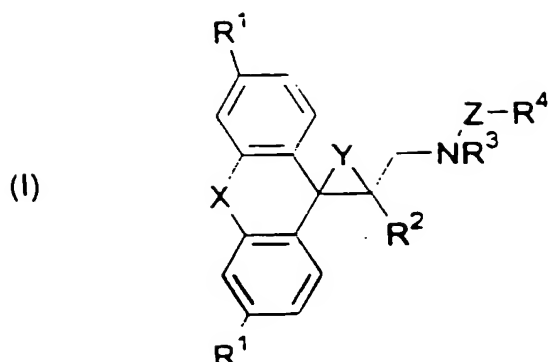
R^4 is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine.

46. A compound according to claim 45 wherein R^4 is selected from the group consisting of straight-chain alkyl, phenyllower alkyl and heteroaromatic lower alkyl.

47. A compound according to claim 46 wherein R^4 is heteroaromatic lower alkyl.

48. A compound according to claim 47 wherein R^4 is thiophene.

49. An antiinflammatory composition comprising a pharmaceutically acceptable carrier and an antiinflammatory-effective amount of a compound having the formula:



wherein **X** is a single bond, hydrogen, sulfur or NR^6 , $(CH_2)_n$ wherein *n* is an integer from 1 to 3; $-HC=CH-$; and $-CH_2W$ wherein **W** may be oxygen, sulfur or NR^6 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

Y is $-CH_2-$ or hydrogen;

R^3 is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each

selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone;

5 R^4 is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted-
10 or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted or unsubstituted thiophene, furan, pyrrole or pyridine; and

R^5 is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with
15 hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl,
20 lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile.

50. A composition according to claim 49 wherein R^1 is selected from the group consisting of hydrogen and halo group.

51. A compound according to claim 50 wherein R^1 is hydrogen.

25 52. A compound according to claim 50 wherein R^1 is halogen.

53. A compound according to claim 52 wherein R^1 is fluorine.

54. A compound according to claim 49 wherein X is hydrogen.

55. A compound according to claim 49 wherein Y is hydrogen.

56. A compound according to claim 49 wherein R^2 is selected from the group consisting of phenyl and halophenyl.

57. A compound according to claim 56 wherein R^2 is phenyl.

58. A compound according to claim 57 wherein R^2 is halophenyl.

59. A compound according to claim 58 wherein R^2 is chlorophenyl.

60. A compound according to claim 49 wherein R^3 is selected from the group consisting of hydrogen and lower alkyl.

61. A compound according to claim 60 wherein R^3 is hydrogen.

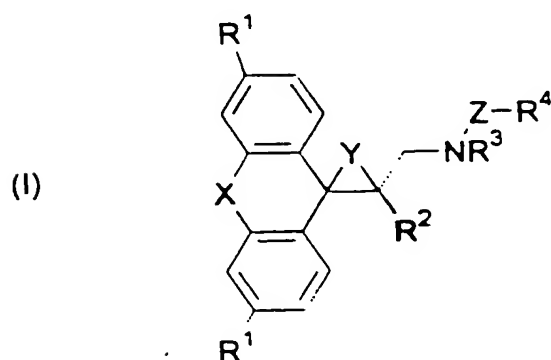
62. A compound according to claim 49 wherein R^4 is selected from the group consisting of straight-chain alkyl, phenyl lower alkyl and heteroaromatic lower alkyl.

63. A compound according to claim 62 wherein R^4 is heteroaromatic lower alkyl.

64. A compound according to claim 63 wherein R^4 is thiophene.

65. A compound according to claim 49 wherein Z is carbonyl.

66. A method of making a compound having the formula:



wherein **X** is a single bond, hydrogen, sulfur or NR^6 , $(\text{CH}_2)_n$ wherein *n* is an integer from 1 to 3; $-\text{HC}=\text{CH}-$; and $-\text{CH}_2\text{W}$ wherein **W** may be oxygen, sulfur or NR^6 ;

R¹ is from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R² is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

Y is $-\text{CH}_2-$ or hydrogen;

R³ is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

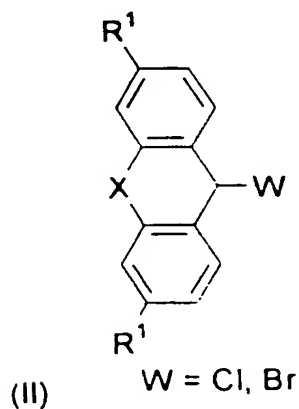
Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone;

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted-

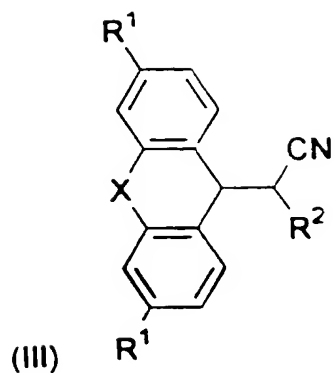
or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted-or unsubstituted thiophene, furan, pyrrole or pyridine; and

R^6 is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile comprising the steps of

(1) reacting R^2CH_2CN with a compound having the formula (II) in the presence of $nBuLi$:

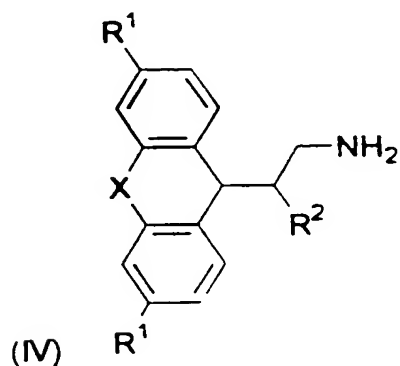


to obtain a compound having the formula (III)



(2) reacting said compound of formula (III) with LAH to form a compound of formula (IV):

5



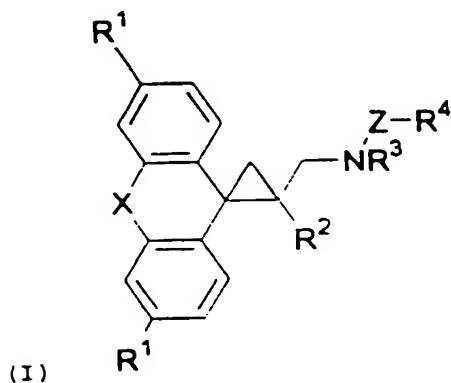
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and

(3) reacting said compound of formula (IV) with compound selected from the group consisting of: (a) sodium acetate and R^4COCl ; (b) CDI and R^4CO_2H ; (c) $EtN=C=N(CH_2)_3NMe_2 \cdot HCl$; (d) R^4CO_2H ; (e) $ClCO_2R^4$; (f) $ClC=O(NHR^4)$; and (g) R^4SO_2Cl to obtain a compound of formula (I).

15

67. A method of making a compound having the formula:



wherein **X** is a single bond, hydrogen, sulfur or NR^6 , $(\text{CH}_2)_n$ wherein n is an integer from 1 to 3; $-\text{HC}=\text{CH}-$; and $-\text{CH}_2\text{W}$ wherein **W** may be oxygen, sulfur or NR^6 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($\text{C}_2 - \text{C}_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

R^3 is chosen from the group consisting of hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group

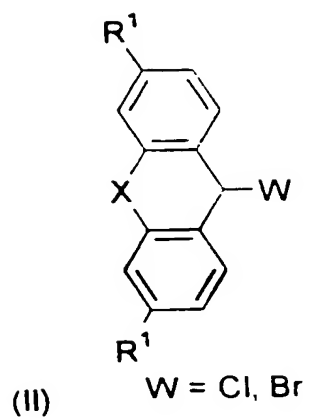
consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

Z is selected from the group consisting of ~~carbonyl~~, carboxy, carbonylamino; or sulfone;

R⁴ is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine; and

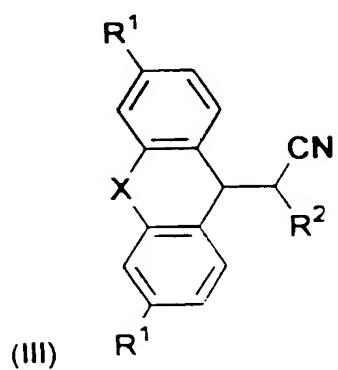
R⁵ is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl (C₂ - C₆), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile comprising the steps of

(1) reacting R²CH₂CN with a compound having the formula (II) in the presence of nBuLi:



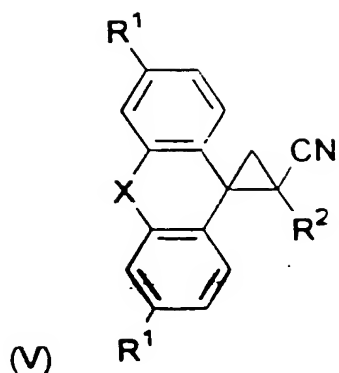
to obtain a compound having the formula (III)

5

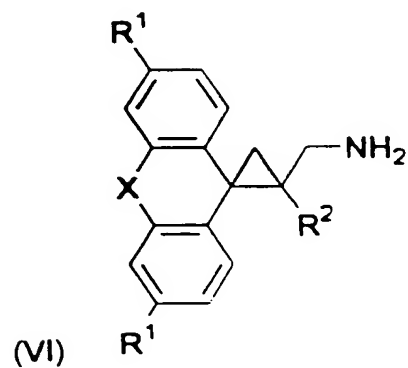


(2) reacting said compound of formula (III) with CH_2Cl_2 in the presence of KNH_2 and liquid NH_3 to obtain a compound having formula (V):

10



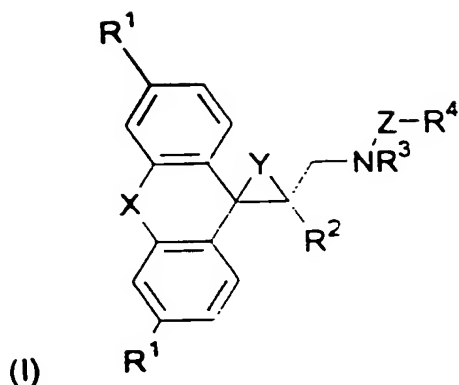
(3) reacting said compound of formula (V) with LAH to form a compound of formula (VI):



and

(4) reacting said compound of formula (VI) with compound selected from the group consisting of: (a) sodium acetate and $R^4\text{COCl}$; (b) CDI and $R^4\text{CO}_2\text{H}$; (c) $\text{EtN}=\text{C}=\text{N}(\text{CH}_2)_3\text{NMe}_2\cdot\text{HCl}$; (d) $R^4\text{CO}_2\text{H}$; (e) ClCO_2R^4 ; (f) $\text{ClC}=\text{O}(\text{NHR}^4)$; and (g) $R^4\text{SO}_2\text{Cl}$ to obtain a compound of formula (I).

68. A method of making a compound having the formula:



wherein **X** is a single bond, hydrogen, sulfur or NR^5 , $(CH_2)_n$ wherein n is an integer from 1 to 3; $-HC=CH-$; and $-CH_nW$ wherein **W** may be oxygen, sulfur or NR^6 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

wherein **Y** is $-CH_2-$ or hydrogen;

R^3 is hydrogen;

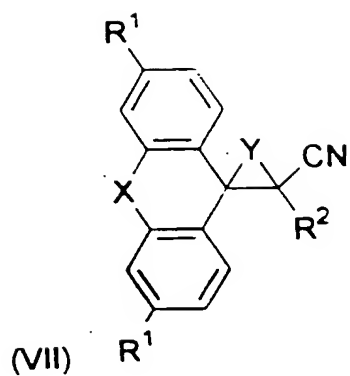
Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone:

5 R^4 is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine; and

10 R^6 is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile comprising the steps of

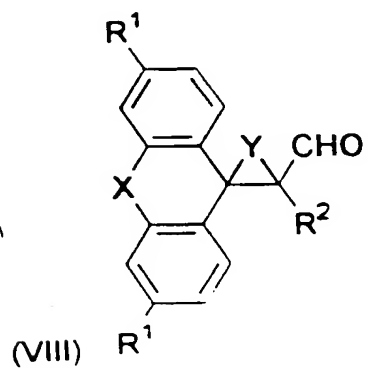
15 (1) reacting DiBAL with a compound having the formula (VII):

20 :



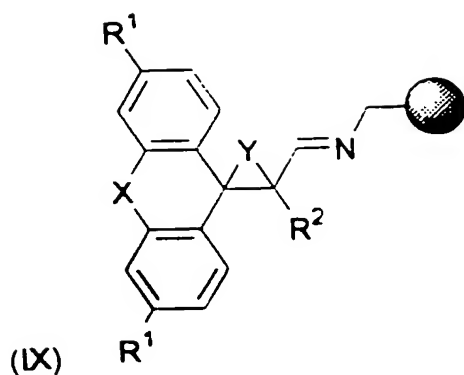
to obtain a compound having the formula (VIII)

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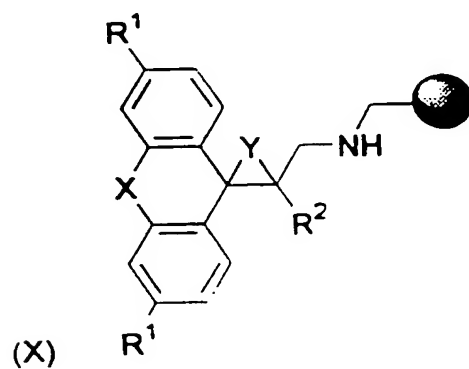


(2) reacting said compound of formula (VIII) with Rink resin to give a resin-bound compound of formula (IX):

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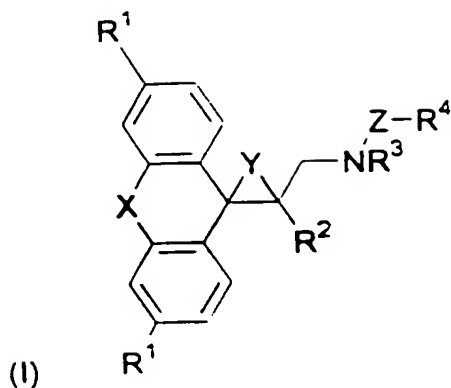


(3) reacting said compound of formula (IX) with sodium triacetoxyborohydride to form a compound of formula (X):



(4) reacting said compound of formula (X) with R^4CO_2H in the presence of HATU and DIEA followed by treatment with TFA to form a compound of formula (I):

69. A method of making a compound having the formula:



wherein X is a single bond, hydrogen, sulfur or NR^6 , $(CH_2)_n$ wherein n is an integer from 1 to 3; $-HC=CH-$; and $-CH_2W$ wherein W may be oxygen, sulfur or NR^6 ;

R^1 is from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile;

R^2 is a phenyl group in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile, a heteroaromatic ring selected from the group consisting of substituted- or unsubstituted thiophene, furan, pyrrole, or pyridine;

wherein Y is $-CH_2-$ or hydrogen;

R^3 is hydrogen;

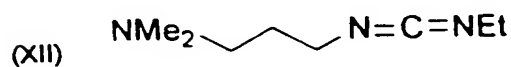
Z is selected from the group consisting of carbonyl; carboxy; carbonylamino; or sulfone;

R^4 is straight- or branched-chain alkyl having from 2 to 12 carbon atoms; phenylloweralkyl in which said phenyl group is substituted with

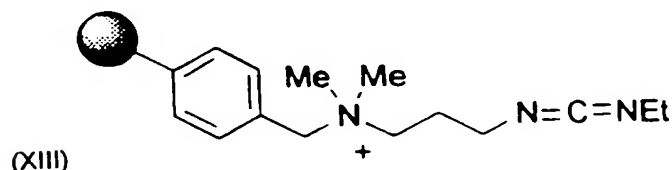
hydrogen or with one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile; a heteroaromatic ring such as substituted- or unsubstituted thiophene, furan, pyrrole, pyridine, or a heteroaromatic ring connected by a lower alkyl chain wherein said heteroaromatic ring is chosen from substituted- or unsubstituted thiophene, furan, pyrrole or pyridine; and

R^6 is selected from the group consisting of: hydrogen; alkyl; cycloalkyl; alkenyl; alkynyl; phenyl, in which said phenyl group is substituted with hydrogen or from one to three substituent groups each selected from the group consisting of lower alkyl ($C_2 - C_6$), lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido, or nitrile; phenyl lower alkyl in which said phenyl group is substituted with hydrogen or with from one to three substituent groups each selected from the group consisting of lower alkyl, lower alkoxy, hydroxy, halo, carboxy, carboalkoxy, amino, amido, sulfonamido or nitrile comprising the steps of

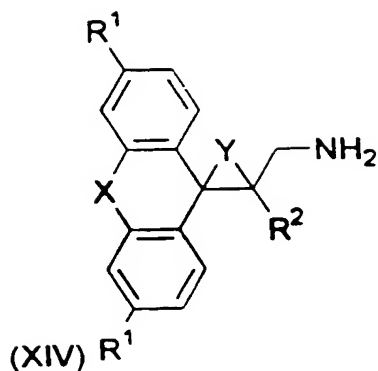
(1) reacting said compound of formula (XII) with Merrifield resin to form a compound of formula (XIII):



to obtain a compound of formula XIII



(2) reacting said compound of formula XIII with a compound of formula XIV and an appropriate acid R^4CO_2H



to obtain a compound of formula (I)

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70. A method of treating inflammatory conditions comprising applying to the skin of a mammal a compound formula (I).

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71. A compound according to claim 1, having the name N-(2-thiophene)acetyl-2, 3, 3-triphenylpropylamine.

72. A compound according to claim 1, having the name N-(5-methylthiophene)acetyl -2-phenyl-3, 3-bis (4-fluorophenyl)propylamine.

73. A compound according to claim 1, having the name N-(3-indolyl) acetyl-2, 3, 3-triphenylpropylamine.

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74. A compound according to claim 1, having the name N-(2-carbonyl-5-methylthiophene) -2-(9H-fluoreny-9-yl)-2-phenylethylamine.

75. A compound according to claim 1, having the name N-(2-chlorophenyl)acetyl-1, 2, 2-triphenylcyclopropylmethylamine.

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76. A compound according to claim 1, having the name N-(2-thienyl)carbonyl-1, 2, 2-triphenylcyclopropylmethylamine.

77. A compound according to claim 1, having the name N-(phenyloxy)carbonyl-1, 2, 2-triphenylcyclopropylmethylamine.

78. A compound according to claim 1, having the name N-(4-chlorophenoxy)carbonyl-1, 2, 2-triphenylcyclopropylmethylamine.
- 79 A compound according to claim 1, having the name N-(2-pyridine)acetyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 80 A compound according to claim 1, having the name N-(4-n-butoxyphenyl)acetyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 81 A compound according to claim 1, having the name N-(2, 4-difluorophenyl)acetyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 82 A compound according to claim 1, having the name N-(2-thiophene)carbonyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 83 A compound according to claim 1, having the name N-(3-cyanophenyl)acetyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 84 A compound according to claim 1, having the name N-(2, 4-difluorophenyl)carbonyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 85 A compound according to claim 1, having the name N-(4-fluorophenyl)acetyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 86 A compound according to claim 1, having the name N-(4, 5-dichlorophenyl)carbonyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.

- 87 A compound according to claim 1, having the name N-(3-methylphenyl)acetyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 88 A compound according to claim 1, having the name N-(phenyl)acetyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 89 A compound according to claim 1, having the name N-(5-chloro-2-benzothiophene)acetyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 90 A compound according to claim 1, having the name N-(2, 4-difluorophenyl)carbonyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 91 A compound according to claim 1, having the name N-(4-trifluoromethylphenyl)acetyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 92 A compound according to claim 1, having the name N-(phenyl)acetyl-2- (4-trifluoromethylphenyl)-3, 3-diphenylpropylamine.
- 93 A compound according to claim 1, having the name N-(4-fluorophenyl)acetyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 94 A compound according to claim 1, having the name N-(3, 5-bis-trifluorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 95 A compound according to claim 1, having the name N-(4-chlorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 96 A compound according to claim 1, having the name N-(3, 4-dichlorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.

- 97 A compound according to claim 1, having the name N-(2-fluorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 5 98 A compound according to claim 1, having the name N-(2-fluorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 99 A compound according to claim 1, having the name N-(4-fluorophenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 10 100 A compound according to claim 1, having the name N-(4-trifluoromethylphenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 101 A compound according to claim 1, having the name N-(3, 5-bistrifluoromethylphenyl)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 15 102 A compound according to claim 1, having the name N-(2-thiophene) carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 103 A compound according to claim 1, having the name N-(5-methyl-2-thiophene)carbonyl-2- (4-iodomethylphenyl)-3, 3-diphenylpropylamine.
- 20 104 A compound according to claim 1, having the name N-(4-chlorophenyl)carbonyl-2- (3, 4-methylenedioxyphenyl)-3, 3-diphenylpropylamine.
- 25 105 A compound according to claim 1, having the name N-(2-propyl) carbonyl -1, 2, 2-triphenylcyclopropylmethylamine.